

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

NEW ENGLAND CARPENTERS HEALTH
BENEFITS FUND, PIRELLI ARMSTRONG
RETIREE MEDICAL BENEFITS TRUST;
TEAMSTERS HEALTH & WELFARE FUND
OF PHILADELPHIA AND VICINITY;
PHILADELPHIA FEDERATION OF
TEACHERS HEALTH AND WELFARE
FUND; DISTRICT COUNCIL 37, AFSCME -
HEALTH & SECURITY PLAN; JUNE
SWAN; MAUREEN COWIE and BERNARD
GORTER,

Plaintiffs,

v.

FIRST DATABANK, INC., a Missouri
corporation; and McKESSON
CORPORATION, a Delaware corporation,

Defendants.

C.A. No. 1:05-CV-11148-PBS

MOTION FOR LEAVE TO FILE THIRD AMENDED COMPLAINT

Pursuant to Fed. R. Civ. P. 15(a) and (b), Class Plaintiffs hereby move for leave to file a Third Amend Complaint. This motion is supported by the accompanying memorandum of law. The main purpose of the amendment is that Class Plaintiffs seek to add claims on behalf of an additional consumer class consisting of uninsured or underinsured consumers who paid the full price of the Marked Up Drugs.

DATED: October 2, 2007

By /s/ Steve W. Berman

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CERTIFICATE PURSUANT TO LOCAL RULE 7.1

Pursuant to Local Rule 7.1(A)(2), the undersigned certifies that counsel for Plaintiffs advised the Court and counsel for Defendants at the September 20 status conference that Plaintiffs' intended to file a motion to amend the Complaint and counsel for Defendants advised the Court that they would oppose the motion. Subsequently counsel for Plaintiffs sought consent and it was not provided.

/s/ Steve W. Berman
Steve W. Berman

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the above document was served upon the attorney of record for each other party through the Court's electronic filing service on October 2, 2007.

/s/ Steve W. Berman
Steve W. Berman

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Judge Patti B. Saris

**[PROPOSED] ORDER GRANTING PLAINTIFFS'
MOTION FOR LEAVE TO FILE THIRD AMENDED COMPLAINT**

Class Plaintiffs have moved, pursuant to Fed. R. Civ. P. 15(a) and 16(b), for an order granting leave to file their Third Amended Complaint. Having considered the submissions of the parties and the record in this case, IT IS HEREBY ORDERED as follows:

Class Plaintiffs' motion is GRANTED and the Third Amended Complaint may be filed.

DONE this _____ day of _____, 2007.

HONORABLE PATTI B. SARIS
United States District Court

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the above document was served upon the attorney of record for each other party through the Court's electronic filing service on October 2, 2007.

/s/ Steve W. Berman
Steve W. Berman